

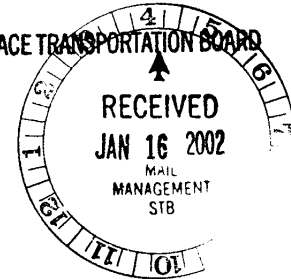


Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 23839 FILED

JAN 18 '02 11-06 AM

SURFACE TRANSPORTATION BOARD



January 15, 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Use Agreement dated as of November 14, 2001 between the following parties:

Lessee: Buffalo & Pittsburgh Railroad, Inc.
1200-C Scottsville Road, Suite 200
Rochester, NY 14624

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (12) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Use Agreement dated November 14, 2001 related to twelve (12) railcars bearing reporting marks NYOG 150-161, inclusive.

Please file this agreement as a primary document. The amount of \$28.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23839 FILED

MEMORANDUM OF
USE AGREEMENT

JAN 18 '02 11-06 AM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF USE AGREEMENT ("Memorandum of Use") entered into this 14th day of November, 2001, is intended to evidence the storage and use agreement dated as of November 14, 2001 (the "Agreement"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Joseph"), and BUFFALO & PITTSBURGH RAILROAD, INC., a Delaware corporation ("BPRR"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. BPRR has the right to use the twelve (12) railcars described in Exhibit A attached hereto (the "Units"). BPRR agrees to use the Units upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, Joseph and BPRR, each pursuant to due corporate authority, has executed this Memorandum of Use on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Paul G. Jantsch*

Name: Paul G. Jantsch

Title: President

Date: November 14, 2001

BUFFALO & PITTSBURGH RAILROAD, INC.

By: *David Collins*

Name: David Collins

Title: President

Date: 12-12-2001

STATE OF OHIO

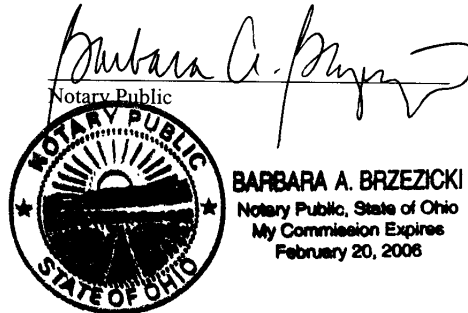
COUNTY OF HAMILTON

)
)
) SS:

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006



STATE OF New York
COUNTY OF Monroe

)
)
) SS:

The foregoing instrument was acknowledged before me this 13th day of December, 2001, by David J. Balline, the President of Buffalo & Pittsburgh Railroad, Inc., a Delaware corporation, on behalf of the corporation.

Gail E. Laursen
Notary Public

My Commission expires:

April 30, 2002

GAIL E. LAURSEN
Notary Public, State of New York
Qualified in Livingston County
My Commission Expires April 30, 2002

EXHIBIT A

To the Memorandum of Use Agreement dated November 14, 2001, between Joseph Transportation Services, Inc. and Buffalo & Pittsburgh Railroad, Inc.

DESCRIPTION OF UNITS

Twelve (12) railcars bearing reporting marks:

NYOG 150-161, inclusive.